

**EXHIBIT B**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

Presentment Date: April 1, 2013  
Time: 12:00 p.m.

SECURITIES INVESTOR PROTECTION  
CORPORATION,

Objections Due: April 1, 2013  
Time: 11:00 a.m.

Plaintiff-Applicant,

v.

Adv. Pro. No. 08-01789 (BRL)

BERNARD L. MADOFF INVESTMENT  
SECURITIES LLC,

SIPA Liquidation

Defendant.

(Substantively Consolidated)

In re:

BERNARD L. MADOFF,

Debtor.

**ORDER GRANTING TRUSTEE'S MOTION TO RETAIN  
MUNARI GIUDICI MANIGLIO PANFILI E ASSOCIATI AS SPECIAL  
COUNSEL AS OF MARCH 21, 2013**

Upon the motion (the "Motion") of Irving H. Picard (the "Trustee"), as trustee for the substantively consolidated liquidation of the business of Bernard L. Madoff Investment Securities LLC, and the estate of Bernard L. Madoff, for authority to retain Munari Giudici Maniglio Panfili e associati ("MGMP"), as special counsel, as of March 21, 2013, and due and proper notice having been given under the circumstances of this case, and the Securities Investor Protection Corporation having specified MGMP as special counsel, and after due deliberation,

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Court finds that MGMP is hereby deemed disinterested under 15 U.S.C. § 78eee(b)(6)(B).

3. The Trustee is authorized to retain MGMP as special counsel to the Trustee, *nunc pro tunc* to March 21, 2013, as provided in the Motion.

Dated: New York, NY  
April \_\_, 2013

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HONORABLE BURTON R. LIFLAND  
UNITED STATES BANKRUPTCY JUDGE